

**HUNT VALLEY SWIM CLUB  
Post Office Box 2083  
Springfield, Virginia 22152**

**BY-LAWS**

**Updated: October 2016**

**Article I**

**NAME AND PURPOSE**

Section 1. This Corporation shall be known as the Hunt Valley Swim Club, Inc. The principal office of the Corporation shall be located in Springfield, Fairfax County, Virginia.

Section 2. This Corporation is organized under the State of Virginia Non-Stock Corporation Act and its purpose shall be to operate a non-profit, non-stock membership corporation, which Corporation shall own, develop, operate and maintain a swimming pool, tennis courts, and such recreational facilities as may appear to be desirable for the exclusive use of its members, their families and guests.

**Article II**

**MEMBERSHIP**

Section 1. Membership in this Corporation shall not exceed 400 family memberships.

Section 2. A family membership shall include the head of a household and all individuals whose principal home is the same as the head of the household. All individuals included in a family membership are members of this Corporation and have membership rights in accordance with the Article of Incorporation and these by-laws.

Section 3. Evidence of membership shall be a certificate signed by a representative of the Board of Directors and sealed with the seal of the Corporation. The membership shall be issued to the head of the household unless otherwise designated by the purchaser of the membership.

Section 4. A family membership shall not be transferable except as provided by these bylaws.

Section 5. Members shall be permitted to use the swimming pool and all other recreational facilities owned or operated by the Corporation in accordance with the by-laws and such regulations as may be prescribed from time to time by the Board of Directors.

Section 6. Voting member -- the person to whom the membership certificate is issued or his/her designee.

Section 7. The membership rights of any individual member of a family membership may be suspended for any period up to five days by the Board of Directors or by such managers of the Club's operations as the Board may designate to hold such authority. Suspension of membership rights for periods longer than five days or cancellation of family membership for cause may be affected only by a two-thirds vote of the Board of Directors after the member has been afforded an opportunity to be heard at a meeting of the Board of Directors. Cause for suspension of rights or cancellation of a family membership shall be determined by the Board of Directors and may consist of violations of these by-laws, other regulations of the Corporation, failure to pay indebtedness to the Corporation within the time specified, misuse or destruction of Corporation property, or any other act on the part of a member which the Board of Directors determines as detrimental to or reflecting discredit upon the Corporation.

Section 8. A family membership which has been canceled, regardless of the reason for cancellation, or has been suspended for more than 30 days, may be reinstated, either at the discretion of the Board of Directors or by affirmative vote of a majority of the voting members constituting a quorum at a special or regular meeting. A canceled or suspended member may file a notice of appeal in writing within 10 days of notice of action of the Board of Directors. If such member wishes to have a special membership meeting called to hear the appeal, he shall be responsible for compiling the fifty written requests for such meeting called for by Section 1, Article III, of these by-laws.

Section 9. The Board of Directors shall refund the membership fee and a proportional amount of the annual dues (as prescribed in Section 8, Article VI) to a voting member whose family membership has been canceled for any reason after deducting all indebtedness to the Corporation, provided the membership vacancy created by this cancellation has been filled.

Section 10. Applications for membership shall be accepted only by the Membership Chairman or his/her designee. Applications shall be accepted only when made in writing and in such manner or on such form as prescribed by the Board of Directors.

Section 11. All applications for membership shall be added to the bottom of the membership waiting list maintained by the Corporation except as provided for in Section 20 of this Article.

Section 12. Applications for membership shall not be transferable.

Section 13. Members may transfer their membership only through the Corporation. The member may offer such membership to the purchaser of the members residence; if the home buyer does not purchase the membership, the member must notify the Corporation which shall offer the membership to applicants on the membership waiting list in order of seniority. A member shall have the right to receive the proceeds from the sale of his membership in an amount equal to the amount paid under Section 16.d., this Article, less any indebtedness due the Corporation within a reasonable time (generally not to exceed 14 days) from receipt of such proceeds by the Corporation from the buyer of the membership. A non-member who has been issued a rental membership and who purchases a family membership will be refunded any annual dues previously paid for the year provided the rental membership can be reissued by the Corporation using a best effort approach. Such refund will be on a pro-rata daily basis (swim season days only) computed on the number of days remaining in the swim season not to exceed such refund received from the reissuance of the rental membership for that season.

Section 14. The membership fee does not include the amount of dues, assessments or other charges. A member may redeem his certificate to the Membership Chairman. The right to redeem the certificate can be exercised when:

- a. The member elects, in writing, to redeem it; or,
- b. The Board of Directors cancels it; or,
- c. The member changes his residence.

Section 15. Upon dissolution of the Corporation, all certificates of membership shall be redeemed after all just claims have been paid. On dissolution, the certificates will be redeemable at an equitable amount not to exceed the membership fee.

Section 16. The Board of Directors is authorized to issue a family membership to the first applicant in the order prescribed in Section 10-11, this Article, who will accept membership, provided the applicant fulfills the following additional requirements:

- a. Is 21 years of age or older, or married, if younger.
- b. Has completed the application form approved by the Board
- c. Is approved for membership by the Board of Directors or its designee.
- d. Pays to the Corporation, a membership fee of \$800 and a proportional amount of annual dues (as prescribed in Section 8, Article VI) within seven calendar days after notification of approval by the Board of Directors or its designee.
- e. An applicant who is refused membership by the Board of Directors may have the right to appeal within ten days of notification, in writing, to the general membership. The applicant shall have the rights as expressed in Section 8, this Article.

Section 17. The name of the person to whom the membership certificate has been issued shall be entered on the records of the Corporation as a member. The member shall be responsible for notifying the Corporation in writing of the member's current mailing and email address.

Section 18. In the event an applicant declines an offer of membership or does not fulfill the requirements for membership of this Article, the applicant shall be dropped from the membership waiting list or at the request of the applicant, dropped to the bottom of the membership waiting list.

Section 19. An offer of membership shall mean that the Membership Chairman has attempted to notify the applicant of a membership vacancy either orally or in writing at the applicant's mailing or email address as recorded in the records of the Membership Chairman. An applicant who cannot be so notified in a reasonable time as determined by the Membership Chairman shall be considered as declining an offer of membership.

Section 20. At the discretion of the Board of Directors, an applicant dropped from the membership waiting list or replaced at the bottom of the list may be reinstated to a previously held position on the list provided the applicant satisfies the Board that, in equity, such action should be taken.

Section 21. A voting member may request in writing that the Board of Directors issue a permit authorizing a non-member family leasing the member's residence to temporarily use the recreational privileges of the member's family membership, provided the request also states that the voting member will be absent temporarily from his residence, for a period of three months or longer and no individual of the voting member's household will use these recreational privileges during the period of this absence. A temporary use permit shall be offered to the non-member head of household leasing the requesting member's residence. If declined, the voting member's request shall be considered canceled and the voting member shall be responsible for payment of dues unless waived as a result of the action under Section 24, this Article, or Section 3, Article VI.

Section 22. A rental membership or a temporary membership shall entitle a non-member family and guests to the use of the swimming pool and all other recreational facilities owned and operated by the Corporation, provided such use and payment of all indebtedness incurred by such use is in accordance with the regulations of the Corporation.

Section 23. A rental membership or temporary membership may be canceled at the discretion of the Board of Directors.

Section 24. The Board of Directors, at its discretion, shall have the authority to offer and issue temporary memberships, not to exceed 75 in number, to non-members in order of seniority on the waiting list.

Section 25. No certificate of membership shall be redeemed when to do so would cause the Corporation to become insolvent or when it would place the Corporation in a precarious financial position. If this provision is invoked, the members desiring redemption will be placed on a waiting list until the Board of Directors determines that the Corporation is able to resume redemptions. Redemption will then be made in the order in which names appear on this waiting list.

Section 26. Up to 25 permanent/voting members still residing in the Springfield area may rent their memberships to other families, providing these permanent/voting members forgo use of the swimming pool and tennis courts. After 50 temporary memberships have been paid for, the first 25 permanent members requesting to rent their membership will be reimbursed their dues paid less a \$50.00

Section 27. Resolved that the Board of Directors determines as a policy that membership shall never be available to any person (1) who has been convicted of any offense listed in Virginia Code Sections 18.2-370.2, 18.2-370.3, 18.2-370.4, and/or 18.2-370.5, prohibiting those offenders from proximity to children, and/or (2) is or has been a person required pursuant to Va. Code Sec. 9.1-901 to register on the Sexual Offender and Crimes Against Children Registry. It is further resolved that such persons to whom membership is not available pursuant to this policy shall not

be allowed to be present on HVSC property at anytime or at any property during the conduct of any activity of HVSC, regardless of where such activities are conducted.

### **Article III**

#### **MEMBERSHIP MEETINGS**

Section 1. Annual meetings of the members shall be held no earlier than 15 September, nor later than 30 October of each year at such place, day, and hour as the Board of Directors shall designate. Special meeting may be called by the President or by a majority of the Board of Directors and shall be called within 30 days after receipt by the Board of Directors of a written request of not less than 50 members. When a special meeting is called upon the request of members, a written motion, or motions, limited to one letter—sized page and covering the purpose, or purposes, for which the meeting is called, shall accompany such request. Business transacted at a special meeting shall be limited to that mentioned in the call; except that the head of the household whose family membership has been canceled, regardless of the reason for cancellation, may appeal at a special or regular meeting.

Section 2. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 (except as otherwise specified in this Article) or not more than 30 days before the date of the meeting, either personally, by mail, by telecopy, by electronic mail, or at the direction of the President, or the Secretary, or Board of Directors or persons calling the meeting to each voting member. If mailed or sent by electronic mail, such notice shall be addressed to the member at the address as it appears on the records of the Corporation. Any such notice shall be deemed to have been given at the time it is deposited in the United States mail, with postage thereon paid.

Section 3. Ten percent (10%) of the voting members represented either in person or with a signed proxy specifically designating a specific member shall constitute a quorum at a meeting of the members.

Section 4. A voting member whose membership rights have not been suspended for cause shall be entitled to one vote on any matter voted upon by members.

Section 5. The vote of the majority of the votes cast by voting members present or represented at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless otherwise specified in the by-laws.

### **Article IV**

#### **BOARD OF DIRECTORS, OFFICERS, COMMITTEES**

Section 1. The affairs of this Corporation shall be managed by a Board of Directors consisting of ten members. Five of the Directors elected at the first election shall serve a term of two years.

The remaining five Directors shall serve until the election the following year. Each year thereafter at the annual meeting of the Corporation, the required number of Directors shall be elected for a two year term. In voting for Directors, each member may cast one vote for each seat to be filled without accumulation. Directors shall be elected only from members of the Corporation.

Section 2. The officers of this Corporation shall be a President, a Vice President, a Treasurer, and a Secretary, all of whom shall serve in the same capacity as the members of the Board of Directors. The officers shall be annually elected by the Board of Directors from among its members and shall hold office from the end of the first meeting of the Board of Directors following the regular meeting of the members for a term of one year.

Section 3. When any member of the Board of Directors has been absent from three consecutive meetings of the Board during a period of three months, or in the event of his resignation, his office may be declared vacant at the discretion of the Board and the Board may act to fill this vacancy as provided herein. Any Director or Officer of the Corporation may be removed from office by the affirmative vote of a majority of either the Board of Directors or the voting members present or represented at a regular meeting or a special meeting called for this purpose, but only after the Director or Officer concerned has been given an opportunity to be heard at such a meeting.

Section 4. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even if there is less than a quorum of the Board of Directors. The newly appointed Director shall complete the term of the vacating Director.

Section 5. The Board of Directors shall hold at least one meeting each month at the call of the President and may meet at any time on the call of six Directors. Six Directors shall constitute a quorum at a meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. The President shall preside at all meeting of the Corporation and of the Board of Directors, and shall be an ex-officio member of all committees. He shall perform such other duties as customarily pertain to the office of the President, or as he may be directed to perform by resolution of the Board of Directors.

Section 7. The Vice President shall assist the President and assume all duties pertaining to that office in the absence or disability of the President.

Section 8. The Treasurer, in conjunction with the membership chair, under the direction of the Board of Directors, shall: receive and account for the current funds of the Corporation; have charge of all funds, securities, and financial records of the Corporation; maintain appropriate records of and be responsible for billing and payments received there from concerning dues, guest fees, and assessments of members; provide and maintain full and complete records of all assets and liabilities of the Corporation; prepare and file all reports required of the Corporation by law to include, but not be limited to, statements of change of the Corporation's registered agent and/or registered office in accordance with the State Non—Stock Corporation Act, the annual report of the Corporation to be filed with the State Corporation Commission, the annual information return required to be filed with the Internal Revenue Service, the annual return

required to be filed under the State Income Tax laws, and the annual personal property tax return; prepare and submit at each regular meeting of the members and of the Board of directors, a financial statement of the condition of the Corporation as of the last day of the preceding month; report monthly to the Board of Directors regarding the status of delinquent member's accounts; and perform other duties as customarily pertain to the office of the Treasurer.

Section 9. The Secretary shall have charge of all the Corporation Books, records, and other papers except those maintained by the Treasurer or Membership Chairman. The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors; conduct the correspondence of the Corporation; be custodian of the seal of the Corporation; and perform other duties customarily pertaining to the office of the Secretary.

Section 10. When an officer is absent or is otherwise unable to perform the duties of his office, the Board of Directors may, by resolution, if not provided for elsewhere in these by-laws, designate another member of the Board of Directors to act temporarily in his place.

Section 11. The President shall establish an Operations committee whose chairman shall be a Director. This committee shall be responsible for:

- a. Arranging and supervising management contracts.
- b. Proposing, establishing and supervising rules for use of the Corporation's pool and recreational facilities, other than the tennis courts.
- c. Chemicals and supplies.
- d. Conducting an inventory as specified in Section 7, Article V.

Section 12. The President shall establish a Building and Grounds committee, whose chairman shall be a Director. This committee shall be responsible for:

- a. Arranging and supervising construction, maintenance and repair of all Corporation's recreational facilities and other real property not otherwise provided for in these by-laws.
- b. Planning and supervising all landscaping.
- c. Development and maintenance of the natural state of all lands under Corporation Control.
- d. Development and maintenance of security fences and lighting.
- e. Purchase and maintenance of recreational furniture and equipment.

Section 13. The President shall establish a Competitive Activities committee whose chairman shall be a Director. The chairman of this committee shall designate the representative of the swim team to be the Corporation's designated Team Representative to the Northern Virginia Swimming League, Inc. (NVSL). This committee shall be responsible for:

- a. Planning, arranging, and supervising the conduct of instruction, competitive contests and other organized recreational activities conducted on the Corporation's premises not covered elsewhere by these by-laws.
- b. Planning, providing and/or arranging, and supervising appropriate representation and participation by this Corporation in the activities of the NVSL.
- c. Proposing, establishing, and supervising rules for the use of the Corporation's tennis courts.
- d. Planning, arranging and supervising all tennis activities, including tennis tournaments.
- e. All arrangements for participation of the Corporation in the activities of the Northern Virginia Tennis League, Inc.
- f. The Competitive Activities Chairman may do his tennis work directly or through a tennis subcommittee.

Section 14. The President shall establish a Social Activities committee whose chairman shall be a Director. This committee shall be responsible for planning, arranging, and supervising all social activities (adult, teen, and pre-teen parties) of the Corporation not covered elsewhere by these by-laws.

Section 15. The President shall establish a Membership committee whose chairman shall be a Director. The Membership Chairman shall be responsible for:

- a. Maintaining correct and complete membership books and records to include, but not limited to, the record of names and addresses of members entitled to vote and the membership waiting list.
- b. Receiving applications for membership.
- c. Any other actions required by the Board of Directors and the regulations of this Corporation concerning membership.

Section 16. Reserved..

Section 17. The President shall establish a Ways and Means committee consisting of the Treasurer, Secretary, and Membership Chairman. The Treasurer shall be chairman of the Committee. This committee shall be responsible, under the Board of Directors, for ensuring proper coordination of the activities of the Treasurer, Secretary and Membership Chairman with regard to the duties of those individuals. This committee shall also prepare the budget and other financial plans as directed by the Board of Directors.

Section 18. The President shall establish an Audit committee whose chairman shall be the Vice-President. This committee shall be responsible for causing an review to be performed on the financial records of the Corporation each fiscal year, and for reporting annually to the Board of Directors the results of such review.

Section 19. The committees established by Sections 11 through 18 of this Article are the standing committees of this Corporation. The President may establish such special committees as he deems necessary and the chairman of each standing committee may establish such advisory sub-committees as he deems necessary. All committee and sub-committee members shall be adult members of the Corporation and may be officers of other committees. Unless otherwise specified in these by-laws, the President shall appoint the chairman and any members he deems necessary to all committees and sub-committees subject to approval by the Board of Directors.

## **Article V**

### **MANAGEMENT OF THE CORPORATION**

Section 1. The Board of Directors shall manage the affairs of this Corporation; shall have absolute power to accept or reject or otherwise pass upon all applications for membership except as provided in Section 16e, Article II; shall prescribe forms for use by the Corporation; shall audit all claims and accounts and decide all questions that may arise in connection therewith; shall authorize the procurement of necessary services; and shall have full charge and authority respecting all matters not herein specially provided for.

Section 2. The Board of Directors shall not borrow or pledge credit of the Corporation in excess of its un-obligated current assets or convey or assign real property of the Corporation without the specific approval of more than two—thirds of the votes entitled by voting members present or represented at a meeting of members at which a quorum is present. The Board of Directors may acquire or dispose of personal property of the Corporation.

Section 3. The Board of Directors shall designate, by written resolution, the depositories for all funds of the Corporation, provided that such funds shall be either invested in obligations of the United States Government or deposited in banks or trust companies, operating in accordance with the laws of Virginia, whose deposits are insured by the Federal Deposit Insurance Corporation.

Section 4. No money shall be paid or indebtedness incurred except upon a specific resolve of the Board of Directors. All disbursements of the corporation funds shall be made by electronic payments or checks signed by any one of the following officers: President, Vice President, Secretary and Treasurer, provided, however, that the Board of Directors may by resolution establish a petty cash fund not to exceed \$300 for paying miscellaneous expense items of the Corporation in amounts of \$100 or less. The Board of Directors shall have approval of members present at a meeting or special meeting for expenditures of greater than \$1000 for a single item which has not been previously included in the budget except that the Board of Directors may exceed this limitation when the Board believes that such expenditure is necessary to maintain the operation of the pool or tennis courts because of an emergency situation.

Section 5. The Board of Directors shall ensure that the Corporation at all times carries good and sufficient insurance policies, to include but not limited to public liability and property damage covering all operations of the Corporation in amounts considered adequate by the Board.

Section 6. The Board of Directors is empowered to pay compensation in any reasonable amount to the members, directors or officers of the Corporation for direct labor and operating services rendered with the exception that no salaries shall be paid to any member of the Board without approval of the membership.

Section 7. The Board of Directors shall cause an inventory of Corporation property to be taken at the close of each session.

Section 8. The Board of Directors shall ensure that correct and complete books and records of the Corporation are kept and preserved in a place of safekeeping, to include, but not limited to, the accounts of the Corporation, the minutes of meeting (signed by the President and Secretary or by those acting in their places) and returns of elections of the members and Board of Directors; the record of the names and addresses of the members entitled to vote; the membership waiting list; and copies of the Articles of Incorporation, By-Laws, and amendments thereto. All books and records of the Corporation may be inspected by any voting members, or his attorney, for any proper purpose at any reasonable time. The record of the names of members entitled to vote shall be prima facie evidence of the right to vote.

Section 9. A deferred maintenance fund shall be established and augmented annually in amounts considered sufficient by the Board of Directors to permit timely and orderly maintenance or replacement of the facilities of the Corporation.

Section 10. The fiscal year of this Corporation shall extent from October first to September thirtieth.

Section 11. The Board of Directors shall prepare and present a budget and dues schedule at the annual meeting of the members, and at that time the dues schedule shall be effective as presented or as altered by a majority of voting members present or properly represented. As set forth in Article III, Section 1-2.

Section 12. The Board of Directors, at its discretion, may authorize this Corporation to join and participate in the activities of the Northern Virginia Swimming League, Inc. and the Northern Virginia Tennis League, Inc.

Section 13. The Board of Directors may prescribe from time to time such regulations as it deems necessary for the management of the affairs of the Corporation, and these regulations, if not in conflict with the Articles of Incorporation or these By-Laws, shall govern the conduct of the affairs of the Corporation.

## **ArticleVI**

### **DUES, GUEST FEES, PENALTIES**

Section 1. Annual membership dues for the period extending from October 1 to September 30 of each year shall consist of a basic charge per family.

Section 2. A separate dues charge may be established for temporary members. The dues charge for a tenant or rental membership shall be the same as the dues charged a voting member. The dues charged for a rental membership will be prorated on the number of swim days remaining in the swim season if a membership is rented out after the opening of the pool.

Section 3. The Board of Directors shall determine when the dues should be paid by voting members. Voting members must pay the annual membership dues when due even if they have requested that their membership be rented out in accordance with Section 21, Article II, and even though they expect to be reimbursed.

Section 4. Not less than 60 days before the annual opening date of the Corporation's swimming season, all voting members shall be billed for annual membership dues and all other existing indebtedness to the Corporation.

Section 5. The guest fee schedule will be established annually by the Board of Directors.

Section 6. Any indebtedness to the Corporation not paid within ten days from the due date of billing shall automatically incur a penalty charge of \$50.00. A fee of \$10.00, or the bank charge, whichever is greater, shall be imposed for all checks returned or dishonored for any reason. The Board of Directors shall determine what constitutes payment or when payment has been made. If a penalty or late fee has been paid, the Board of Directors, upon written request to the Board, may rebate such fee provided the requester satisfies the Board that, in equity, such action should be taken.

Section 7. The Board of directors shall notify a delinquent voting member by certified mail, return receipt requested, addressed to the member at his address as it appears on the records of the Corporation, that all indebtedness to the Corporation must be paid in full within 7 days after the date such notification was received in the United States mail, and, if not paid within this period, the family membership shall be administered in accordance with Section 7-9, Article II.

Section 8. When a family membership is sold, an administrative fee of \$10.00 shall be paid to the Corporation by the seller of the membership. If a family membership is sold during the current swim season, then: a) the buyer and seller will be charged with a portion of the annual membership fee based upon the number of days used and remaining in the swim season at the time of the sales transaction; b) if the seller has previously paid the annual membership fee for the current swim season, and the fee has not been previously refunded, a refund of such fee will be made to the seller equal to the amount charged the buyer. If the sales transaction occurs prior to the opening of the pool and the annual membership fee for the current swim season has been paid, and the fee has not been previously refunded, then such fee will be refunded to the seller and charged to the buyer. Refunds shall be made after deducting all indebtedness to the Corporation, including any amount as determined by the Board of Directors as compensation for destruction, damage, or loss of Corporation property, if any.

## **Article VII**

### **GENERAL**

Section 1. Any assessment for capital improvements or additional operational expenses shall require the prior approval of a majority of the votes cast by the voting members present in person or represented at a meeting of the members at which a quorum is present.

Section 2. All powers, authorities, duties, and functions of the members, directors, officers, and employees of the Corporation shall be exercised in conformity with applicable provisions of law and regulations of the Articles of Incorporation and By-Laws of this Corporation.

Section 3. Copies of the organizational papers of the Corporation, including the Articles of Incorporation, By-Laws, and amendments thereto, and the membership records shall be preserved in a place of safekeeping. Returns of elections and proceedings of all meetings of the Directors and membership shall be recorded in the minute books. The minutes of all meetings shall be approved by the Board of Directors and signed by the President and Secretary or by those acting in their places.

## **Article VIII**

### **ARTICLES OF INCORPORATION, BY-LAWS, AND OTHER AUTHORITIES**

Section 1. Amendments to the Articles of Incorporation shall be made as follows: the Board of Directors shall adopt a resolution setting forth the proposed amendments, finding that it is in the best interests of the Corporation and directing that it be submitted to a vote of the meeting members. Notice shall be given to each voting member within the time and in the manner provided in Section 2, Article III. The proposed amendment shall be adopted upon receiving more than two-thirds of the votes cast by voting members present or represented at a meeting at which a quorum is present.

Section 2. The Board of Directors shall have the power to adopt by-laws for the government of the Corporation, and to amend, alter and repeal the same from time to time, and such by-laws become valid 15 days after written notification is sent to voting members, unless rejected by the majority of the votes entitled to be cast by voting members present or represented by proxy at the next meeting of members at which a quorum is present.

Section 3. Amendments to these by-laws may also be made by the voting members as follows: any meeting of the members of this Corporation may, by a majority vote, adopt a resolution setting forth the proposed amendment, finding that it is in the best interests of the Corporation and directing that it be submitted to a vote at a meeting of members to be voted upon in not less than 90 days after the proposal. It shall be the duty of the Secretary, under the direction of the Board of Directors, to publish duly proposed amendments to these by-laws and such notice shall be given to each voting member within the time and in the manner provided in Article III. The proposed amendments shall be adopted upon receiving more than two-thirds of the votes entitled to be cast by members present or represented at a meeting at which a quorum is present.

Section 4. The rules as contained in Robert's Rules of Order, Revised, shall govern the Corporation in all cases which they are applicable and in which they are not inconsistent with the Articles of Incorporation, by-laws, or other regulations of the Corporation.

Section 5. These by-laws shall be interpreted by the Board of Directors whenever questions arise and the decision of the Board shall be final.

NOTES:

1. The initial By-Laws of the Hunt Valley Swim Club, Inc. were duly adopted by the initial Board of Directors of HVSC on October 19, 1973.
2. Section 1, Article III, was revised on September 4, 1974.
3. Numerous revisions incorporated herein were adopted on September 12, 1977.
4. Sections marked with an asterisk (\*) were adopted November 16, 1983 (ss 3, 6, 10, 13, 17, 22, 23, 24 of Article II; ss 2, 3, 4, 6, 7, 8 of Article VI).
5. Sections 24 and 26 of Article II and Sections 13 and 16 of Article IV were revised and adopted on November 19, 1987.
6. Section 24 and 26 of Article II were revised and adopted on November 16, 1988.